

BURLINGTON NORTHERN EQUIPMENT TRUST OF 1970, SERIES 2

Supplemental Lease of Equipment

AGREEMENT dated as of the 19th day of September, 1972,  
between CONTINENTAL ILLINOIS BANK AND TRUST COMPANY OF CHICAGO,  
a national banking association duly incorporated and existing  
under the laws of the United States of America (hereinafter  
called the "Trustee"), party of the first part, and BURLINGTON  
NORTHERN INC., a corporation duly organized and existing under  
the laws of the State of Delaware, party of the second part,

WHEREAS, by a certain Agreement dated as of  
December 15, 1970, executed by Burlington Equipment Company,  
Vendor, Continental Illinois Bank and Trust Company of Chicago,  
Trustee, and the Company, there was established "Burlington  
Northern Railway Equipment Trust of 1970, Series 2;" and

WHEREAS, by the terms of a certain Lease of rail-  
road equipment dated the 15th day of December, 1970, between  
the parties hereto, the Trustee did lease to the Company  
the railroad equipment described on page three of said Lease,  
and

WHEREAS, certain of the cars included in the rail-  
road equipment so described have been destroyed by accident  
and the Company pursuant to ARTICLE SEVENTH of said Lease,

REGISTRATION NO.

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pending replacement of such destroyed equipment, has deposited, in cash, with the Trustee the fair value as of the date of destruction of the Trust Equipment destroyed, and

WHEREAS, pursuant to the provisions of said Agreement and Lease, there is being transferred to the Trustee, for replacement purposes, title to two (2) 95-ton airslide covered hopper cars, bearing Burlington Northern Road Nos. 413300 and 413301 which are to be delivered to the Company as part of the equipment included in said Trust, and

WHEREAS, pursuant to said ARTICLE SEVENTH of said Lease, the parties desire to subject said 95-ton airslide covered hopper cars to the terms and conditions of said Lease;

NOW, THEREFORE, it is agreed:

1. That pursuant to the provisions of ARTICLE SEVENTH of said Lease of railroad equipment dated the 15th day of December, 1970, the Trustee has let and leased, and does hereby let and lease, to the Company said two (2) 95-ton airslide covered hopper cars bearing Burlington Northern Road Nos. 413300 and 413301, under and subject to all the terms and conditions of said Lease of railroad equipment dated the 15th day of December, 1970, and the Company does hereby agree to accept delivery and possession of said 95-ton airslide covered hopper cars thereunder.

2. Said cars numbered 413300 and 413301, shall be deemed to be a portion of the Trust Equipment leased by the Trustee to the Company under said Lease in all respects as if the same had been so delivered to the Company simultaneously

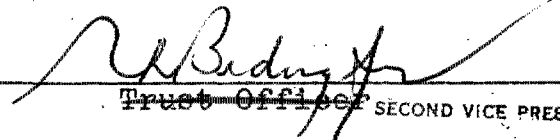
with the execution and delivery of said Lease, and shall be subject to all the terms and conditions of that certain Agreement dated December 15, 1970, among Burlington Equipment Company, Vendor, Continental Illinois National Bank and Trust Company of Chicago, Trustee, and Burlington Northern Inc., annexed to and made a part of said Lease.

3. It is understood and agreed that except as otherwise provided in said Lease dated December 15, 1970, the title to and ownership of said cars Nos. 413300 and 413301 shall be reserved to and remain in the Trustee, notwithstanding the delivery of the same to and the possession and use thereof by the Company.

IN WITNESS WHEREOF, the Trustee and the Company, pursuant to due corporate authority, have caused these present to be signed and their respective corporate names and their respective corporate seals to be affixed hereto and attested, as of the day and year first above written.

CONTINENTAL ILLINOIS NATIONAL  
BANK AND TRUST COMPANY OF CHICAGO

By

  
~~Trust Officer~~ SECOND VICE PRESIDENT

(SEAL)

ATTEST:

  
~~Assistant Secretary.~~  
TRUST OFFICER

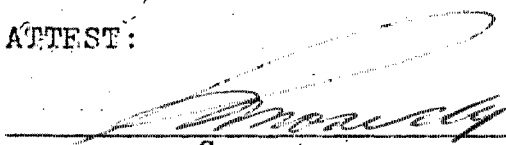
BURLINGTON NORTHERN INC.

By

  
Vice President

(SEAL)

ATTEST:

  
Secretary

STATE OF ILLINOIS     )  
                              )   SS  
COUNTY OF COOK        )

On this 25<sup>th</sup> day of *September*, 1972, before me personally appeared V. L. BEDINGFIELD, to me personally known, who being by me duly sworn, says that he is a <sup>SECOND VICE PRESIDENT</sup> ~~Trust~~ <sup>Trust</sup> ~~Officer~~ of Continental Illinois National Bank and Trust Company of Chicago, that the seal affixed to the foregoing instrument is the corporate seal of said association; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

(SEAL)

*J. J. Powell*     J. J. POWELL

My Commission Expires April 26, 1976

STATE OF MINNESOTA     )  
                              )   SS  
COUNTY OF RAMSEY     )

On this *19th* day of *Sept*, 1972 before me personally appeared *W.K. Bush*, to me personally known, who being by me duly sworn, says that he is a Vice President of Burlington Northern Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

*Richard J. Woulfe*  
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RICHARD J. WOULFE  
NOTARY PUBLIC - MINNESOTA  
RAMSEY COUNTY  
My Commission Expires Apr. 30, 1977  
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